

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known) Chapter **11**

☐ Check if this an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **Occasion Brands, LLC**

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **82-1873434**

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

**1441 Broadway  
29th Floor  
New York, NY 10018**  
Number, Street, City, State & ZIP Code

**105 Sleepy Hollow Drive  
Middletown, DE 19709**  
P.O. Box, Number, Street, City, State & ZIP Code

**New York**  
County

**Location of principal assets, if different from principal place of business**  
Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **<https://www.occasionbrands.com/>**

6. Type of debtor  
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify:

Debtor **Occasion Brands, LLC**  
Name

Case number (if known)

**7. Describe debtor's business**

**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply**

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.**  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

**Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Occasion Brands, LLC**  
Name

Case number (if known)

**11. Why is the case filed in this district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

**Where is the property?**

Number, Street, City, State & ZIP Code

**Is the property insured?**

☐ No

☐ Yes. Insurance agency

Contact name

Phone

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**

☐ 1-49

☐ 50-99

☐ 100-199

☒ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

**15. Estimated Assets**

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

**16. Estimated liabilities**

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Occasion Brands, LLC**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 22, 2020**  
MM / DD / YYYY

**X /s/ Robert Nolan**  
Signature of authorized representative of debtor  
  
Title **Chief Restructuring Officer**

**Robert Nolan**  
Printed name

**18. Signature of attorney**

**X /s/ S. Jason Teele**  
Signature of attorney for debtor

Date **July 22, 2020**  
MM / DD / YYYY

**S. Jason Teele 4025805**  
Printed name

**Sills Cummis & Gross P.C.**  
Firm name

**One Riverfront Plaza**  
**Newark, NJ 07102**  
Number, Street, City, State & ZIP Code

Contact phone **(973) 643-4779** Email address **steele@sillscummis.com**

**4025805 NY**  
Bar number and State

**Fill in this information to identify the case:**

Debtor name Occasion Brands, LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 22, 2020

**X /s/ Robert Nolan**

Signature of individual signing on behalf of debtor

**Robert Nolan**

Printed name

**Chief Restructuring Officer**

Position or relationship to debtor

**Fill in this information to identify the case:**

Debtor name **Occasion Brands, LLC**  
United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**  
Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 204**

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders** 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
JP Morgan Chase, N.A. (PPP) P.O Box 182051 Columbus, OH 43218-2051	uche.udensi@jpmorgan.com					\$1,325,000.00
Coach Services P.O. Box 70675 Chicago, IL 60673-0675	slindo@tapestry.com					\$964,896.89
Sherri Hill 201 W.5th Street Suite 1500 Austin, TX 78701	jennifer@sherrihill.com	Trade debt				\$846,703.08
Impression 11100 West Airport Blvd. 26th Floor Stafford, TX 77477	isan@impressionbridal.com	Trade debt				\$670,114.18
Facebook Ads 1601 Willow Road Menlo Park, CA 94025		Trade debt				\$582,853.12
Federal Express Corporation P.O. Box 371461 Pittsburgh, PA 15250-7461	joseph.scarpati@fedex.com	Trade debt				\$467,953.39
Allure Bridal 3190 New Brunswick Road Memphis, TN 38133	janna@allurebridals.com	Trade debt				\$415,816.00
Kleinfeld Bridal Corp. 110 West 20th Street New York, NY 10011	Ronnie@kleinfeldbridal.com	Trade debt	Disputed			\$329,910.00

Debtor **Occasion Brands, LLC**  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Jovani 1370 Broadway 4th Floor New York, NY 10018	ssimon@jovani.com	Trade debt				\$303,806.23
Blush Corporation 1385 Seabury Avenue Bronx, NY 10461	mjlw920@gmail.com	Trade debt				\$296,224.68
Matthew Proctor 2 Charlton Street Apartment 10F New York, NY 10014	proc113@gmail.com					\$285,000.00
United Parcel Service P.O. Box 7247-0244 Philadelphia, PA 19170-0244	euzaigwe@ups.com	Trade debt				\$269,490.80
Faviana 320 West 37th Street 10th Floor New York, NY 10018	Faviana2@faviana.com	Trade debt				\$265,496.85
Bergen Shippers Corp. 7300 West Side Avenue North Bergen, NJ 07047	KMedrano@bergenlogistics.com	Trade debt				\$235,061.99
Fabuluxe 1125 San Julian Street Suite C Los Angeles, CA 90015	accounting@glsaparel.com	Trade debt				\$225,389.71
Dancing Queen 1129-C San Julian Street Los Angeles, CA 90015	dancingqueenusa@hotmail.com	Trade debt				\$223,566.02
Love Point 1167 Crocker Street Los Angeles, CA 90021	info@manijufashion.com	Trade debt				\$206,544.02
Night Moves-Allure 8415 Wolf Lake Drive Memphis, TN 38133	kelly@allurebridals.com>	Trade debt				\$170,909.20
Dave and Johnny 225 W.37th Street 6th Floor New York, NY 10018	lucy@daveandjohnny.com	Trade debt				\$166,873.66

Debtor **Occasion Brands, LLC**  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
<b>Blackbird PPC, LLC</b> <b>845 Sutter St. #102</b> <b>San Francisco, CA</b> <b>94109-6109</b>	<b>jay@blackbirdppc.com</b>	<b>Trade debt</b>				<b>\$161,048.57</b>



**United States Bankruptcy Court  
Southern District of New York**

In re **Occasion Brands, LLC**

Debtor(s)

Case No.  
Chapter

**11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>DMW Dresses, LLC</b> <b>105 Sleepy Hollow Drive</b> <b>Middletown, DE 19709-5840</b>	<b>Common Units</b>	<b>4,920,000</b>	
<b>Milestone PG Investment, LLC</b> <b>555 E. Lancaster Avenue</b> <b>Suite 500</b> <b>Radnor, PA 19087</b>	<b>Series A</b> <b>Preferred Units</b>	<b>1,599,000</b>	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **Chief Restructuring Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **July 22, 2020**

Signature **/s/ Robert Nolan**  
**Robert Nolan**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
Southern District of New York**

In re **Occasion Brands, LLC**

Debtor(s)

Case No.  
Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Occasion Brands, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**DMW Dresses, LLC**  
**105 Sleepy Hollow Drive**  
**Middletown, DE 19709-5840**

**Milestone PG Investment, LLC**  
**555 E. Lancaster Avenue**  
**Suite 500**  
**Radnor, PA 19087**

☐ None [*Check if applicable*]

**July 22, 2020**  
Date

**/s/ S. Jason Teele**  
**S. Jason Teele 4025805**  
Signature of Attorney or Litigant  
Counsel for **Occasion Brands, LLC**  
**Sills Cummis & Gross P.C.**  
**One Riverfront Plaza**  
**Newark, NJ 07102**  
**(973) 643-4779**  
**steale@sillscummis.com**

**ACTION BY WRITTEN CONSENT OF THE  
INDEPENDENT MANAGER OF OCCASION BRANDS, LLC**

**Dated: July 21, 2020**

The undersigned, being the independent manager (the “**Independent Manager**”) of Occasion Brands, LLC, a Delaware limited liability company (the “**Company**”), pursuant to Section 7 of the Amended and Restated Limited Liability Company Agreement of the Company now in effect, hereby consents to the following actions and adopts the following resolutions as of the date hereof:

**WHEREAS**, the Company is an online special occasion retailer selling prom and other dresses and accessories for special occasions throughout the country;

**WHEREAS**, the Company (a) retained Insight Partners, LLC (“**Insight**”) to provide the Company with a Chief Restructuring Officer (the “**CRO**”), (b) designated Robert Nolan of Insight to serve as CRO, and (c) appointed the Independent Manager to enhance the Company’s efforts to maximize the value of the enterprise for the benefit of the Company, its creditors, stakeholders, and other interested parties;

**WHEREAS**, the Independent Manager is authorized and empowered to execute all documents necessary to commence a chapter 11 case on behalf of the Company to the extent advisable and in the best interest of the Company and its creditors, interest holders, and other parties in interest;

**WHEREAS**, the Independent Manager has reviewed and considered the liabilities and liquidity of the Company, the strategic alternatives available to it, the valuation of the Company, and the impact of the foregoing on the Company’s business;

**WHEREAS**, the Independent Manager has had the opportunity to consult with the management and the legal advisors to the Company and fully consider each of the strategic alternatives available to the Company; and

**WHEREAS**, the Independent Manager deems it advisable and in the best interest of the Company and its creditors, interest holders, and other parties in interest, to consent to and adopt, in the name and on behalf of the Company, the resolutions set forth below.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the CRO and any or all of the officers of the Company so designated by the CRO, acting alone or with one or more other officers of the Company (individually, each an “**Authorized Officer**” and collectively, the “**Authorized Officers**”), is hereby authorized and empowered, in the name and on behalf of the Company, with the assistance of the Company’s counsel, accountants and advisers, to (i) file a petition under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”); and (ii) take such other and

further actions and steps as the Authorized Officers may deem necessary, appropriate or advisable to obtain for the Company any and all relief to which they are or may be entitled under chapter 11 of the Bankruptcy Code; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all actions that they deem necessary or proper to obtain relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to retain and employ, in the name and on behalf of the Company, the law firm of Sills Cummis & Gross P.C. as legal counsel to the Company in connection with its existing financial arrangements and capitalization, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights, including, but not limited to, filing any pleadings, representing the Company in obtaining financing or otherwise; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Sills Cummis & Gross P.C.; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to retain and employ, in the name and on behalf of the Company, Omni Agent Solutions as claims and noticing agent to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Omni Agent Solutions; and be it further

**RESOLVED**, that Insight may make additional personal available to support the CRO, subject to the terms of an engagement letter and approval of the Bankruptcy Court; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of the CRO; and be it further

**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered to employ, in the name and on behalf of the Company, any other professionals to assist the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and be it further

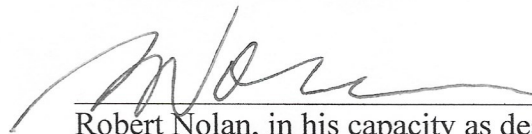
**RESOLVED**, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered, in the name and on behalf of the Company, to negotiate for and obtain the ability to use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such cash collateral agreements or other similar arrangements; and, in connection therewith, the Authorized Persons be, and each of them hereby is, authorized and empowered to execute appropriate guarantees, cash collateral agreements, and related ancillary documents; and be it further

**RESOLVED**, that any and all past actions heretofore taken by any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved in all respects; and be it further

**RESOLVED**, that this written consent may be executed (a) in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same written consent, notwithstanding that the undersigned are not signatories to the original or to the same counterpart and (b) via (i) facsimile transmission or (ii) other electronic transmission which provides an accurate copy of this written consent (collectively, the "**Electronic Copy**"), which such Electronic Copy shall be deemed an original.

**IN WITNESS WHEREOF**, the undersigned has duly executed and delivered this Written Consent as of the date first written above.

**INDEPENDENT MANAGER**

A handwritten signature in dark ink, appearing to read 'R. Nolan', is written over a horizontal line.

Robert Nolan, in his capacity as designee of Insight Partners, LLC